

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

KEITH JOHNSON, COLBY GOROG,
JOSHUA FLINT, LOUIS ROBINSON, and
MICHAEL LERRO, individually and on
behalf of all others similarly situated,

Plaintiffs,

v.

ELON MUSK, TESLA, INC., and THE
DOGECHOIN FOUNDATION, INC.

Civil Action No.: 1:22-cv-05037-AKH

Defendants.

STIPULATION AND ORDER FOR EXTENSION OF TIME TO FILE
RESPONSIVE PLEADING

Plaintiffs Keith Johnson, Colby Gorog, Joshua Flint, Louis Robinson, and Michael Lerro, individually and on behalf of all others similarly situated (“SAC Plaintiffs”), by and through their undersigned counsel, and Defendants Elon Musk, Tesla, Inc., and Dogecoin Foundation, Inc. (“Defendants”), by and through their undersigned counsel, hereby stipulate and agree as follows.

WHEREAS, on June 16, 2022, Plaintiff Keith Johnson filed a class action complaint against Elon Musk, Space Exploration Technologies Corp. dba SpaceX, and Tesla, Inc. (Dkt. No. 1) (the “Initial Complaint”), which did not assert claims for alleged violations of the federal securities laws;

WHEREAS, on September 6, 2022, Plaintiffs Keith Johnson, Colby Gorog, Joshua Flint, Louis Robinson, James Duong, Fernando Uriza, Michael Twomey, and Jessica Calkins, individually and on behalf of others (“FAC Plaintiffs”), filed an amended class action complaint against the Elon Musk, Tesla, Inc., and others, styled *Johnson v. Musk et al.*, Case No.: 1:22-cv-5037-AKH (Dkt. No. 9) (the “First Amended Class Action Complaint”), which asserted claims for alleged violations of the federal securities laws;

WHEREAS, actions involving alleged violations of the federal securities laws, such as this action, are governed by the Private Securities Litigation Reform Act of 1995 (“PSLRA”), 15 U.S.C. §§ 78u-4(a)(2) and (3);

WHEREAS, under Section 78u-4(a)(3)(A)(i)(II) of the PSLRA, the deadline for purported class members to move the court to serve as lead plaintiff in connection with the First Amended Class Action Complaint was November 22, 2022;

WHEREAS, no such motion was filed by the FAC Plaintiffs or any purported class member before the November 22, 2022 deadline to become a Lead Plaintiff and no other similar case has been filed regarding the Dogecoin cryptocurrency;

WHEREAS, on December 5, 2022, the FAC Plaintiffs' counsel filed a motion for leave to file a second amended complaint (Dkt. No. 34) (the "Second Amended Class Action Complaint");

WHEREAS, on December 9, 2022, the Court granted the motion to file the Second Amended Class Action Complaint (Dkt. No. 37);

WHEREAS, on December 12, 2022, the SAC Plaintiffs filed the Second Amended Class Action Complaint against Defendants (Dkt. No. 39), which asserts claims for alleged violations of the federal securities laws;

WHEREAS, on December 22, 2022, the SAC Plaintiffs filed a Motion to Appoint Lead Plaintiffs and Approve Lead Counsel (Dkt. No. 41);

WHEREAS, Plaintiffs' motion to Appoint Lead Plaintiffs and Approve Lead Counsel was granted on January 4, 2023 (Dkt. No. 44);

WHEREAS, by email dated December 22, 2022, the SAC Plaintiffs requested that counsel for Defendants waive service of the Second Amended Class Action Complaint;

WHEREAS, Defendants have agreed to waive service of the Second Amended Class Action Complaint;

WHEREAS, the parties have conferred regarding a schedule for Defendants' anticipated motions to dismiss the Second Amended Class Action Complaint;

WHEREAS, the parties agree that the deadline for Defendants to move to dismiss or otherwise respond to the Second Amended Class Action Complaint is March 31, 2023;

WHEREAS, there have been no previous requests for an extension of the deadline for Defendants to move to dismiss or otherwise respond to the Second Amended Class Action Complaint;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to the Court's approval:

1. The deadline for Defendants to move to dismiss or otherwise respond to the Second Amended Class Action Complaint is March 31, 2023.
2. The SAC Plaintiffs' must file any opposition to any motion to dismiss no later than May 31, 2023.
3. Defendants must file any reply to any opposition no later than July 18, 2023.
4. All rights, claims, and defenses, including with respect to personal jurisdiction and venue, are preserved by all parties.

Respectfully submitted,

Sarah Heaton Concannon)

Sarah Heaton Concannon
Quinn Emanuel Urquhart & Sullivan,
LLP
51 Madison Avenue, 22nd Floor
New York, New York 10038
Tel: 202-538-8122
Fax: 202-538-8100
sarahconcannon@quinnemanuel.com

*Attorney for Defendants Elon Musk and
Tesla, Inc.*

/s/ Chad Albert

Seth L. Levine
Chad P. Albert
Levine Lee LLP
1500 Broadway, Suite 2501
New York, NY 10036
Telephone: (212) 223-4400
slevine@levinelee.com
calbert@levineeee.com

*Attorneys for Defendant Dogecoin
Foundation, Inc.*

January 18, 2023

/s/ Evan Spencer

Evan Spencer
Evan Spencer Law, PLLC
305 Broadway, 7th Floor
New York, New York 10007
Tel: 917-547-4665
Evan@EvanSpencerLaw.com

Attorney for Plaintiffs

SO ORDERED.

DATED: February 14, 2023

/s/ Alvin K. Hellerstein

Hon. Alvin K. Hellerstein
U.S. District Judge